

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

MAGTEN ASSET MANAGEMENT)	
CORPORATION and LAW DEBENTURE)	
TRUST COMPANY OF NEW YORK,)	
)	
Plaintiffs,)	
v.)	C.A. No. 04-1494-(JJF)
)	
NORTHWESTERN CORPORATION,)	<u>PUBLIC VERSION</u>
)	
Defendant.)	
<hr/>		
MAGTEN ASSET MANAGEMENT CORP.,)	
)	
Plaintiff,)	
v.)	C.A. Action No. 05-499 (JJF)
)	
MICHAEL J. HANSON and ERNIE J. KINDT,)	<u>PUBLIC VERSION</u>
)	
Defendants.)	

EXHIBIT 2

**EXHIBIT 2 OF DECLARATION OF JOHN W. BREWER IN SUPPORT OF
MAGTEN ASSET MANAGEMENT CORPORATION AND LAW DEBENTURE
TRUST COMPANY OF NEW YORK'S MOTION IN LIMINE TO EXCLUDE
THE EXPERT REPORT AND TESTIMONY OF CHRISTOPHER A. KEARNS**

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EXHIBIT 2

REDACTED IN ITS ENTIRETY

CERTIFICATE OF SERVICE

I hereby certify that on this 7th day of February, 2008, I served by hand delivery and electronic filing the public version of **EXHIBIT 2** of the Declaration of John W. Brewer in support of Magten Asset Management Corporation and Law Debenture Trust Company of New York's Motion in Limine to Exclude the Expert Report and Testimony of Christopher A. Kearns using CM/ECF, which will send notification of such filing(s) to the following:

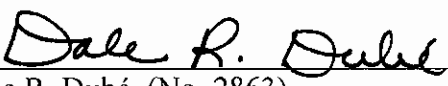
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I also certify that, on this 7th day of February, 2008, I served the aforementioned document, by email and Federal Express, upon the following participants:

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